

## **Actuate Corporation**

### **Code of Ethics and Business Conduct**

#### ***Purpose***

The purpose of this Code of Ethics and Business Conduct (this "Code") is to summarize the principles that are to guide the way we conduct business at Actuate. Simply stated, every employee must follow these standards. Actuate views this as the personal responsibility of every employee within the Company.

#### ***Scope***

The Code shall apply to all Actuate employees worldwide. Additionally, this Code applies to members of the Board of Directors of Actuate and to directors of all Actuate subsidiaries with respect to any activities undertaken in carrying out duties as a director or otherwise on behalf of Actuate ("Director Activities"). Therefore, unless the context indicates otherwise the term "employee" as used in this Code refers to all employees and officers of Actuate and Actuate subsidiaries and directors when performing Director Activities.

#### ***Responsibilities***

Every employee is responsible to adhere to this Code. The Board of Directors has adopted this Code and has designated the General Counsel to assist with the administration of this Code with respect to employees and the Chairman of the Board of Directors to assist with the administration of this Code with respect to directors and executive officers.

#### ***Code of Conduct Standards***

Actuate takes very seriously its obligation to deliver superior results for customers, business partners and stockholders while adhering to the highest standards of integrity and ethical behavior. The standards set forth below are meant to be used as a guide by employees in order to preserve and enhance Actuate's reputation as an honest and ethical company.

*General.* Employees will conduct business in accordance with all applicable federal, state and local laws and regulations, and the laws of foreign countries where we transact business. In addition, Actuate strives to act with the utmost integrity, not just in our most important corporate decisions, but in the thousands of actions taken every day by our employees worldwide. Ethical conduct is a high ideal, but often just means exercising common sense and sound judgment. Acting ethically will help us become a better company, a better partner with our customers, and a better corporate citizen.

*Honest Dealing.* All employees are expected to be honest and forthright in their interactions with one another and in dealings with customers, suppliers, business partners and stockholders. Actuate will not condone dishonesty or deceitful actions in any form. This includes, but is not limited to, making misrepresentations to customers, changing customer documents, entering into side arrangements with customers, making false or misleading entries on the Company's books or ledgers or inflating expense reports.

*Respect in the Workplace.* Actuate strives to maintain a workplace where all employees are treated with dignity, fairness and respect. Harassment or discrimination based upon race, color, religion,

gender, age, national origin, disability, sexual orientation, veteran or marital status, or any other characteristic protected by law is unacceptable and will not be tolerated.

Other activities that are prohibited because they are clearly not conducive to a respectful work environment are threats of physical harm or violent behavior.

*Protecting Confidential Information.* As a condition of employment with Actuate, each employee is required to sign a Proprietary Information and Inventions Agreement. This agreement creates an obligation on the part of each and every employee to protect Actuate's proprietary information, which includes such things as business, financial, research and development, and personnel information.

Confidential information also includes any proprietary information shared with Actuate by our customers and business partners, or information that has been acquired by an employee during the course of working for a former employer. Actuate employees have an equal obligation to protect against the unauthorized disclosure or misuse of such third party confidential information.

*Protecting Company and Customer Property.* Company property and customers' property with which Actuate has been entrusted must be used and maintained properly with care taken to guard against waste and abuse. Appropriate use of Company and customer property, facilities, and equipment is every employee's responsibility. Of course, stealing or misappropriating Company or customer property will not be tolerated. Likewise, the removal or borrowing of Company or customer property without permission is prohibited.

*Conflicts of Interest.* Although employees are generally free to engage in personal financial and business transactions, this freedom is not without constraints. Every employee must avoid situations where loyalties may be divided between Actuate's interests and the employee's own interests. Employees also should seek to avoid even the appearance of a conflict of interest. If an employee is considering engaging in a transaction or activity that may present a conflict of interest or the appearance of a conflict of interest the employee must fully disclose the matter and obtain appropriate approvals before engaging in such transaction or activity. In connection with any transaction involving Actuate in which a director has a financial interest (other than as a director or stockholder of Actuate), such directors must avoid a conflict of interest by fully disclosing his personal interest in the transaction and recusing himself from any decision.

*Business Entertainment and Gifts.* Building strong relationships with customers is essential to our business success. Socializing with customers and suppliers is an integral part of building those relationships. Common sense and good judgment should always be exercised in providing or accepting business meals and entertainment or nominal gifts.

While individual circumstances differ, the overriding principle concerning business gifts is not to give or accept anything of value that could be perceived as creating an obligation on the part of the recipient to act other than in the best interests of his or her employer. It is the responsibility of each employee to ensure that providing or accepting a gift is appropriate under the circumstances and employees are encouraged to seek the guidance from the General Counsel.

*Insider Trading.* At Actuate information is widely shared. As a result, during the course of employment, Actuate employees may have access to material non-public information about Actuate which, if known to the public, might affect investors' decisions to buy, sell or hold securities issued by the Company.

Under the Company's insider trading policy, trading in Actuate securities while in possession of material non-public information is prohibited. Insider trading is also prohibited by the federal securities laws. Engaging in insider trading is grounds for discipline up to and including termination, and may subject both the individual and Actuate to civil and criminal penalties. Actuate's complete insider trading policy is available on our Human Resources website.

*Public Reporting Requirements.* Accounting and other business records are relied upon in the preparation of reports Actuate files with certain government agencies, such as the Securities and Exchange Commission (SEC). These reports must contain full, timely and understandable information and accurately reflect our financial condition and results of operations.

Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports must strive to ensure that our financial disclosures are accurate and verifiable, thus to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. The integrity of our public disclosures depend on the accuracy and completeness of our records. Therefore we must:

- Ensure complete, accurate, objective and timely disclosure of the Company's financial and operating condition to stockholders, regulatory bodies, employees and the general public;
- Not knowingly make (or cause or encourage any other person to make) any false or misleading statement in any report filed with the SEC or other government agency, or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respect;
- Ensure that all business transactions are properly authorized and recorded in a timely and accurate manner on the Company's official books and records in accordance with Generally Accepted Accounting Principles (GAAP) and established internal controls policies and procedures;
- Cooperate fully with our independent public accountants, respond to their questions with candor and provide them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate and complete;

Any employee who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a manager, the Company's Chief Financial Officer and/or to the Company's Internal Audit or Legal departments.

### ***Administration of Code***

*Implementation.* A copy of this Code will be furnished to each Actuate employee upon commencement of employment with the Company. All employees will be required to sign a statement acknowledging receipt of, and their affirmation to abide by, the Code.

*Violation of the Code.* All Actuate employees are expected to comply fully with this Code. Employees who violate this Code will be subject to disciplinary action, up to and including immediate termination of employment.

*Reporting Unethical Conduct & Enforcement.* If an employee becomes aware of or suspects that unethical or illegal conduct has occurred or is likely to occur, the employee must notify his or her manager, the Senior Vice President of his or her business unit, Actuate's Internal Audit, Legal or Human Resources Departments or the audit committee, as appropriate. Actuate has established on

the Company intranet an email link where employees can report unethical or illegal conduct directly to the Chairman of Actuate's audit committee.

Reports of unethical or illegal conduct shall be promptly and thoroughly investigated.

All information regarding suspected ethical violations or unlawful activity will be received on a confidential basis. While complete confidentiality cannot be guaranteed, confidentiality will be maintained to the extent possible in conducting internal investigations and, where action is warranted, in carrying out disciplinary measures.

Employees who report unethical conduct in good faith are assured they do so without fear of retribution or retaliation.

Waivers and Disclosures. This Code shall be made available to the public on Actuate's website at [www.actuate.com](http://www.actuate.com) and through all applicable disclosures required by the Securities and Exchange Commission (SEC) or other applicable law.

Waiver of any provision of this Code for directors or executive officers of Actuate must be approved in writing by the Board of Directors of Actuate and promptly disclosed as required by applicable law, rules or regulations.

Waiver of any provision of this Code with respect to any employee (other than executive officers and directors) must be approved in writing by the Senior Vice President of the employee's business unit and by the General Counsel.